this application, then such extensions of time are hereby petitioned under 37 C.F.R. § 1.136(a), and any fees required therefor (including fees for net addition of claims) are hereby authorized to be charged to our Deposit Account No. 19-0036.

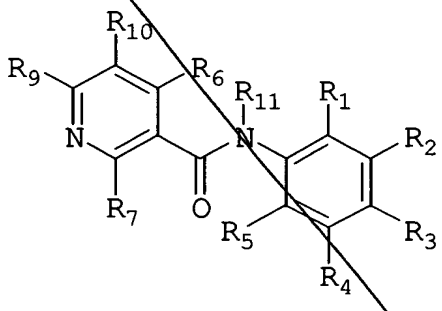
Amendments

In the Claims:

Please cancel claims 1-32, 44, 48 and 62-70 without prejudice or disclaimer to the subject matter thereof.

Please substitute the following claims 33, 34, 35, 42, 43, 46, 47, 53, 54, 55, 56, 58 and 71 for pending claims 33, 34, 35, 42, 43, 46, 47, 53, 54, 55, 56, 58 and 71:

33. (Once Amended) A method of treating a disorder responsive to the induction of apoptosis in an animal suffering therefrom, comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol, $-NH_2$, $-NHR_{15}$ or $-NR_{15}R_{16}$, wherein

R_{15} and R_{16} are independently optionally substituted C_{1-10} alkyl, heterocyclic or heteroaryl groups; and

R_{11} is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

provided that:

when R_{1-2} and R_{4-11} are hydrogen, R_3 is not optionally substituted pyrazolyl;

when R_{1-5} are hydrogen, each of R_9 and R_{10} is not phenyl;

when R_3 is methoxy and R_{5-11} are hydrogen, each of R_2 and R_4 is not cyclopentyloxy;

when R_{1-3} and R_{5-11} are hydrogen, R_4 is not optionally substituted alkyl;

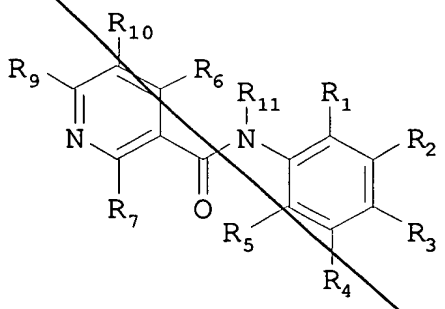
when R_{3-11} are hydrogen, R_1 and R_2 are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

when R_1 and R_{4-11} are hydrogen, R_2 and R_3 are not taken together to form substituted pyranyl.

34. (Once Amended) The method of claim 33, wherein R_1 and R_2, or R_2 and R_3, or R_3 and R_4, or R_4 and R_5 are taken together to form an optionally substituted carbocycle or an optionally substituted heterocycle, provided that said optionally substituted heterocycle is not optionally substituted saturated or partially saturated thienyl-1,1-dioxide or substituted pyranyl.

35. (Once Amended) The method of claim 34, wherein said R_1 and R_2, or R_2 and R_3, or R_3 and R_4, or R_4 and R_5 are taken together to form $-OCH_2O-$, $-(CH_2)_3-$, $-(CH_2)_4-$, $-OCH_2CH_2O-$, $-CH_2N(R)CH_2-$, $-CH_2CH_2N(R)CH_2-$, $-CH_2N(R)CH_2CH_2-$, $-CH=CH-CH=CH-$, $-N(R)-CH=CH-$, $-CH=CH-N(R)-$, $-O-CH=CH-$, $-CH=CH-O-$, or $-N=CH-CH=N-$, wherein the carbocycle or heterocycle is optionally substituted, and R is hydrogen, alkyl, haloalkyl, aryl, fused aryl, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl or aminoalkyl.

42. (Once Amended) A method for treating cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido or alkylthiol, $-NH_2$, $-NHR_{15}$ or $-NR_{15}R_{16}$, wherein

R_{15} and R_{16} are independently optionally substituted C_{1-10} alkyl, heterocyclic or heteroaryl groups; and;

R_{11} is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

provided that:

when R_{1-2} and R_{4-11} are hydrogen, R_3 is not optionally substituted pyrazolyl;

when R_{1-5} are hydrogen, each of R_9 and R_{10} is not phenyl;

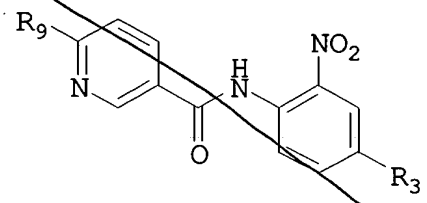
when R_3 is methoxy and R_{5-11} are hydrogen, each of R_2 and R_4 is not cyclopentyloxy;

when R_{1-3} and R_{5-11} are hydrogen, R_4 is not alkyl;

when R_{3-11} are hydrogen, R_1 and R_2 are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

when R_1 and R_{4-11} are hydrogen, R_2 and R_3 are not taken together to form substituted pyranyl.

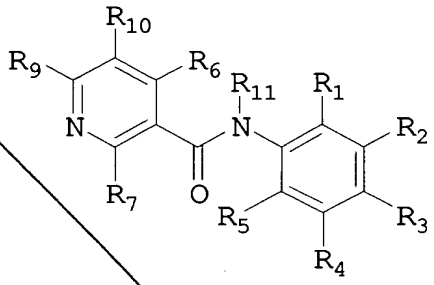
43. (Once Amended) The method of claim 42, wherein said compound is of Formula IV:



(IV)

or pharmaceutically acceptable salts or prodrugs thereof.

46. (Once Amended) A method for the treatment of drug resistant cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of the Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy,

alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido or alkylthiol, $-NH_2$, $-NHR_{15}$ or $-NR_{15}R_{16}$, wherein

R_{15} and R_{16} are independently optionally substituted C_{1-10} alkyl, heterocyclic or heteroaryl groups; and; and

R_{11} is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

provided that:

when R_{1-2} and R_{4-11} are hydrogen, R_3 is not optionally substituted pyrazolyl;

when R_{1-5} are hydrogen, each of R_9 and R_{10} is not phenyl;

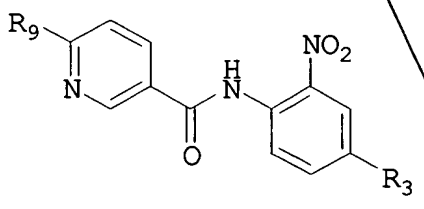
when R_3 is methoxy and R_{5-11} are hydrogen, each of R_2 and R_4 is not cyclopentyloxy;

when R_{1-3} and R_{5-11} are hydrogen, R_4 is not alkyl;

when R_{3-11} are hydrogen, R_1 and R_2 are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

when R_1 and R_{4-11} are hydrogen, R_2 and R_3 are not taken together to form substituted pyranyl.

47. (Once Amended) The method of claim 46, wherein said compound is of Formula IV:



(IV)

or pharmaceutically acceptable salts or prodrugs thereof.

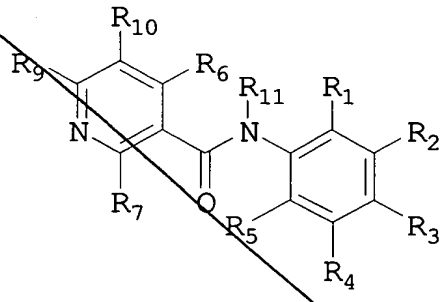
53. (Once Amended) The method of claim 33, wherein said disorder is an autoimmune disease.

54. (Once Amended) The method of claim 33, wherein said disorder is rheumatoid arthritis.

55. (Once Amended) The method of claim 33, wherein said disorder is inflammatory bowel disease.

56. (Once Amended) The method of claim 33, wherein said disorder is a skin disease.

58. (Once Amended) A compound of Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1 and R_5 are independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkoxy, halogen, NO_2, cyano, haloalkyl, haloalkoxy, amino and aminoalkyl, provided that at least one of R_1 and R_5 is selected from the group consisting of NO_2, cyano, alkyl and haloalkyl;

R_2 and R_4 are independently selected from the group consisting of hydrogen, hydroxy, halogen, cyano, haloalkyl, haloalkoxy, amino and aminoalkyl;

R_3 is alkyl, Cl, F, haloalkyl, alkoxy, arylalkoxy, cyano, haloalkyloxy, amino or aminoalkyl;

R_6 is hydrogen, hydroxy, alkyl, NO_2, cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl;

R_7 is hydrogen, hydroxy, alkyl, NO_2, cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl;

R_9 is hydroxy, alkyl, halogen, NO_2, haloalkyl, alkoxy, cyano, haloalkyloxy, amino or aminoalkyl;

R_{10} is hydrogen, hydroxy, alkyl, Cl, F, NO_2, cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl; and

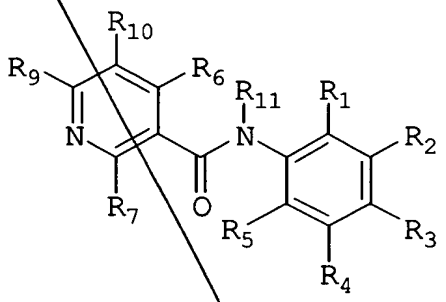
R_{11} is hydrogen, alkyl or haloalkyl;

provided that when R_2 and R_4 are hydrogen and each of R_9 and R_{10} is halo, R_1 and R_3 are not both alkyl.

71. (Once Amended) A pharmaceutical composition, comprising the compound of any one of claims 58-61, and a pharmaceutically acceptable carrier.

Please add the following new claims:

--72. (New) A method of treating a disorder responsive to the induction of apoptosis in an animal suffering therefrom, comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, a heterocyclic group, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido or alkylthiol; and

R_{11} is hydrogen, or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

provided that said disorder is not an autoimmune disease, psoriasis or inflammatory bowel syndrome.

73. (New) The method of claim 33, wherein said disorder is inflammation.

74. (New) The compound of any one of the claims 33, 42, 46, 58 and 72 wherein optional substituents on the aryl, aralkyl and heteroaryl groups include one or more halo, C_1-C_6 haloalkyl, C_6-C_{10} aryl, C_4-C_7 cycloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_6-C_{10} aryl(C_1-C_6)alkyl, C_6-C_{10} aryl(C_2-C_6)alkenyl, C_6-C_{10} aryl(C_2-C_6)alkynyl, C_1-C_6 hydroxyalkyl, nitro, amino, ureido, cyano, C_1-C_6 acylamino, hydroxy, thiol, C_1-C_6 acyloxy, azido, C_1-C_6 alkoxy or carboxy.

75. (New) The compound of any one of the claims 33, 42, 46, 58 and 72, wherein said prodrug is:

a.) an ester of a carboxylic acid;

b.) an ester of a hydroxyl group;

c.) an imine;

d.) a carbamate; or

e.) an acetal or ketal of at least one of the groups $R_{1\text{-}10}$.--